

First Quarter 2006



PAN FISH
www.panfish.com

Highlights of the first quarter 2006

The financial statements for the first quarter 2006 do not include Marine Harvest. Fjord Seafood has been included as an associated company, based on a shareholding of 39.97 as at 31 March 2006. All the figures presented in this report, with the exception of the profit/loss from the previously mentioned associated companies, therefore relate solely to Pan Fish.

- **Pan Fish had gross operating revenues of NOK 668.5 million in the first quarter 2006, compared with NOK 407.4 million in the first quarter 2005.**
- **Operating profit before depreciation and revaluation of the biomass (EBITDA) totalled NOK 155.7 million in the first quarter 2006, compared with NOK 48.9 million in the first quarter 2005.**
- **Operating profit before revaluation of the biomass (in accordance with IFRS rules) was NOK 96.0 million higher than in the same quarter in 2005.**
- **Production costs in Canada and Scotland show strong improvement compared to the previous quarters.**
- **The Group made a consolidated profit in the first quarter 2006 of NOK 154.7 million, compared with a loss of NOK 7.3 million in the first quarter 2005.**
- **Net interest-bearing debt totalled NOK 5,597.2 million at the end of the first quarter 2006. Pan Fish had an equity ratio of 58.6 per cent at the same point in time.**
- **Earnings per share totalled NOK 0.05 for the first quarter 2006, compared with a loss per share of NOK 0.01 in the first quarter 2005 (fully diluted).**

Pan Fish's operational and financial performance in the first quarter 2006

The Group had gross operating revenues of NOK 668.5 million in the first quarter 2006, compared with NOK 407.4 million in the same quarter in 2005. The revenue increase is due primarily to a 66 per cent higher harvesting volume, corresponding to 7,970 tonnes round weight (trw), within the Fish Farming business area, as well as higher salmon prices compared with the first quarter 2005.

Gross operating revenues for the VASP (Value Added Seafood Production) business area were NOK 93.8 million higher than in the same quarter in 2005. The increase derives primarily from the processing company Kritsen, 100 per cent of which was acquired at the start of the year, as well as a 12 per cent increase in revenues from Pan Fish France compared with the first quarter 2005.

Operating profit before depreciation and revaluation of the biomass (EBITDA) totalled NOK 155.7 million in the first quarter 2006, compared with NOK 48.9 million in the same period in 2005. Operating profit before revaluation of the biomass totalled NOK 109.1 million in the first quarter 2006, compared with NOK 13.1 million in the same quarter the year before. The sharp improvement derives from the Fish Farming sector, where both harvesting volumes and prices were higher than in the same period last year.

Fair value adjustment of the Group's biomass was NOK 55.1 million in the first quarter 2006. The equivalent figure was NOK 3.6 million in the first quarter 2005. Operating profit

including the change in value of the unrealised biomass (EBIT) totalled NOK 164.2 million, compared with NOK 9.5 million in the first quarter 2005.

Net financial items totalled NOK –11.0 million in the first quarter 2006, compared with NOK –25.4 million in the same period last year.

<i>(NOK mill)</i>	1Q-06	1Q-05
Net interest expenses	-42.8	-36.2
Share of profit from associated companies	14.0	0.0
Fair value adjustment fixed-interest contracts	11.5	9.5
Foreign exchange and other financial items	6.3	1.3
Total financial items	-11.0	-25.4

Profit before tax totalled NOK 153.2 million in the first quarter 2006, compared with a loss of NOK 15.9 million in the same quarter in 2005. The Group made a net profit of 154.7 million in the first quarter 2006, compared with a loss of NOK 7.3 million in the same quarter in 2005. Earnings per share totalled NOK 0.05 for the first quarter 2006, compared with a loss per share of NOK 0.01 in the same quarter the year before. Diluted earnings per share totalled NOK 0.05 for the first quarter 2006, compared with a loss per share of NOK 0.01 in the first quarter 2005¹.

The Pan Fish Group's balance sheet for the first quarter 2006

At the end of the first quarter 2006 the Group's balance sheet totalled NOK 15,613.3 million, compared with NOK 2,945.5 million at the same point in 2005. The sharp increase in the size of the balance sheet can be ascribed to the acquisition of Kritsen, the advance payment of Marine Harvest (as described below), and the Group's shareholding in Fjord Seafood (as described below).

Liabilities

The Group had net interest-bearing debt of NOK 5,597.2 million at the end of the first quarter 2006, compared with NOK 1,600.3 million at the end of the 2005 financial year and NOK 1,950.5 million at the end of the first quarter 2005. The rise during the quarter relates to the acquisition of Marine Harvest, which was partly financed by means of a EUR 550 million withdrawal on a new borrowing facility totalling EUR 900 million which was established in connection with this acquisition.

Interest-bearing liabilities (NOK 1000)	31.03.2006
Long-term interest-bearing debt to financial institutions*	5,683,292
Subordinated shareholder loans	50,685
Bond loans (not interest-bearing until 2008) **	75,110
Capitalised leasing liabilities	189,090
Total interest-bearing liabilities	5,998,178
Cash and cash equivalents	400,958
Net interest-bearing liabilities	5,597,220

*) The face value of the debt is NOK 5,785,101. Its treatment in the accounts complies with IFRS

***) The face value of the debt is NOK 78,248. Its treatment in the accounts complies with IFRS

¹ The 1Q-06 figure includes 26.1 million outstanding options for leading employees. The 1Q-05 figure includes a convertible subordinated loan of NOK 45.9 million, convertible at the rate of NOK 2.25/share, corresponding to 20.4 million shares, and a convertible liquidity loan of NOK 61.8 million, convertible at the rate of NOK 1.65559/share, corresponding to 37.4 million shares.

Equity

At the end of the first quarter 2006 the Pan Fish Group had book equity of NOK 9,094.7 million, corresponding to an equity ratio of 58.6 per cent (including subordinated loans totalling NOK 50.7 million). At the same point in time, Pan Fish ASA (the parent company) had book equity of NOK 9,145.9 million. Capital increases were carried out during the quarter which generated proceeds of NOK 7,366 million (gross) in connection with the acquisition of Marine Harvest, the acquisition of Gevaran's shareholding in Fjord Seafood, and further purchases of shares in the latter. At the end of the first quarter 2006, the company had 3,033,651,950 shares outstanding.

Equity reconciliation for the Pan Fish Group (NOK mill)	1Q 2006 (1.1-31.03)
Equity at the start of the period	1,718.3
Net profit after minority interests	154.7
Share issues (net proceeds)	7,221.4
Foreign exchange and other adjustments	0.3
Equity at the end of the period	9,094.7

Significant events during the quarter

Acquisition of 100 per cent of Marine Harvest

On 6 March 2006 Pan Fish signed an agreement for the acquisition of all outstanding shares in Marine Harvest, the world's largest aquaculture company, for EUR 1,175 million. In connection with the acquisition, Pan Fish increased its share capital by NOK 5,450.0 million by means of a share issue priced at NOK 4.36 per share. At the same time, a borrowing facility totalling EUR 900.0 million was granted by a syndicate comprising DnB NOR, Rabobank and ABN Amro. In addition to financing the actual acquisition, the facility will be used to refinance existing interest-bearing debt held by Pan Fish and Marine Harvest. In connection with the prepayment of the Marine Harvest acquisition, EUR 550 million was drawn from the new borrowing facility.

Marine Harvest alone accounts for around 16 per cent of the world's annual production of salmonids (Atlantic salmon, trout and coho). In addition, the company farms other species, such as halibut, cod, barramundi and yellowtail. Marine Harvest's operations in Chile and Norway account for around 70 per cent of the company's total output of salmon. The company also has operations in Canada, Ireland and the UK (Scotland). Marine Harvest had pro forma sales revenues of EUR 1,042.9 million and an operating profit of EUR 63.7 million in 2005.

Formally, Pan Fish is acquiring Marine Harvest from Gevaran Trading who bought Marine Harvest from Nutreco and Stolt Sea Farm. The agreement with Pan Fish was concluded on the same terms as the agreement between Gevaran Trading and the sellers. The acquisition may not be finalised and financial results consolidated into Pan Fish's accounts until the necessary approvals have been granted by the competition authorities in the relevant jurisdictions. The Norwegian authorities have already accepted that Pan Fish can own up to 25 per cent of Norway's total licensed biomass, and it is expected that approval from the authorities in the other relevant jurisdictions will have been received by the end of June 2006. While waiting for the authorities to grant their approval, Pan Fish made a prepayment of EUR 1,175 million on 28 March 2006 for all the shares in Marine Harvest.

The acquisition and associated capital increase were discussed and approved at an extraordinary general meeting of Pan Fish shareholders on 22 March 2006.

Acquisition of Gevaran's stake in Fjord Seafood

In addition to the acquisition of Marine Harvest, Pan Fish signed an agreement on 6 March 2006 with Gevaran Trading for the purchase of 151,758,164 shares, corresponding to 25.7 per cent of the outstanding shares, in the listed aquaculture company Fjord Seafood. The acquisition was undertaken at the closing price of Fjord Seafood's shares on Friday, 3 March. This represented a swap ratio of 1,846 Pan Fish shares for each Fjord Seafood share. The acquisition was financed by means of a private placement with Gevaran Trading of 280,195,693 new shares at a price of NOK 4.36, giving a transaction cost of just over NOK 1.2 billion. The private placement was carried out on the basis of an authorisation to issue new shares granted to the board of directors by the EGM of 13 July 2005. Following this transaction, Gevaran Trading owned no shares in Fjord Seafood.

Purchase of additional shares in Fjord Seafood

On 15 March 2006 Pan Fish ASA carried out the private placement of 120,000,000 shares at a subscription price of NOK 5.79 per share, generating the equivalent of NOK 694.8 million. The purpose of the share capital increase was to finance the purchase of an additional 83,991,000 shares in Fjord Seafood, corresponding to 14.24 per cent of the outstanding shares in the company. Following this purchase Pan Fish ASA controlled 235,749,164 shares in Fjord Seafood ASA, corresponding to 39.97 per cent of the outstanding shares in the company. The capital increase was carried out in accordance with an authorisation to issue new shares granted to the board of directors at the EGM of 13 July 2005.

Events after the balance sheet day

Further purchases of shares and mandatory offer to buy out the remaining shareholders of Fjord Seafood

After the stock exchange had closed for business on 7 April 2006 Pan Fish purchased a further 104,410,363 shares in Fjord Seafood ASA, corresponding to 17.7 per cent of the outstanding shares in the company. The shares were purchased at a price of NOK 8.38 per share. This brought Pan Fish's total shareholding in Fjord Seafood to 57.7 per cent, which, in accordance with Section 4-1 of the Securities Trading Act, triggered the requirement to make a mandatory offer to buy out the other shareholders in the company. The mandatory offer was issued on 10 May. In it Pan Fish offers to pay NOK 8.38 per share in Fjord Seafood, with settlement in cash. The offer period expires on Wednesday, 7 June 2006. For further information, please see the Stock Exchange Notice dated 10 May 2006.

To finance the purchase of shares and the mandatory offer for the remaining shares in Fjord Seafood, Pan Fish has carried out the private sale of 406 million shares at a price of NOK 6.40 per share, generating the equivalent of NOK 2.6 billion. The board of directors also decided to carry out a repair issue in which existing Pan Fish shareholders registered as holding more than 5,000 shares at the close of business on 7 April 2006, and who had not purchased shares in the private sale, were invited to subscribe to 25,390,625 new shares, equivalent to NOK 162.5 million. On 29 May 2006, the board of directors decided to allocate 19,146,379 shares based on received subscriptions. The total number of outstanding shares in Pan Fish after the share issue is 3,459,048,329. The capital increase (including the repair

issue), the purchase of Fjord Seafood shares and the mandatory offer for the remaining shares in Fjord Seafood were approved by Pan Fish's EGM on 26 April 2006.

Following 7 April 2006, Pan Fish has purchased shares in Fjord Seafood on the open market, such that its shareholding immediately prior to the mandatory offer coming into effect was 395,514,654 shares, corresponding to 67.06 per cent of the outstanding share capital and votes in the company.

Following the transactions which were carried out and approved in April (including the repair issue), the total number of shares outstanding in Pan Fish ASA will be 3,465,292,575. Pro forma figures for Pan Fish and Fjord Seafood for the first quarter 2006 are attached.

Cash flow for the Pan Fish Group

Operating activities generated a cash flow of NOK 202.2 million during the first quarter 2006, compared with NOK 46.8 million in the first quarter 2005. The change in working capital amounted to NOK 33.0 million in the quarter. Cash and cash equivalents totalled NOK 401.0 million at the end of the first quarter 2006.

Segment information

Pan Fish reports segment information for fish farming as a whole and for its four geographic regions separately. Information on Value Added Seafood Production (VASP) is also reported separately.

Production and sale of farmed fish

The fish farming business comprises the four companies: Pan Fish Norway, Pan Fish Scotland Pan Fish Canada and Pan Fish Faeroes.

Key Figures: Fish Farming (NOK million)	Norway		Faeroes		Scotland		North America		Total Fish Farming	
	1Q06	1Q05	1Q06	1Q05	1Q06	1Q05	1Q06	1Q05	1Q06	1Q05
Gross operating revenues	263.3	183.8	0.0	0.3	96.2	81.3	176.6	87.1	536.1	352.5
EBITDA	90.1	36.3	0.2	0.2	20.8	4.5	60.4	7.8	171.6	48.8
EBIT before value adj. biomass	70.2	22.3	-2.3	-2.7	15.8	0.8	45.4	-5.3	129.2	15.1
Value adj. biomass	55.8	-5.9	0.0	0.0	49.5	4.0	-50.2	-1.6	55.1	-3.6
EBIT	126.0	16.4	-2.3	-2.7	65.3	4.8	-4.8	-6.9	184.3	11.6
Harvesting, tonnes round weight	10 272	6 697	0	0	3 637	3 730	6 079	1 592	19 989	12 019
Production, tonnes round weight	6 878	4 712	782	0	5 217	2 469	3 304	1 537	16 181	8 718
Fixed assets	1344.9	746.3	117.2	126.9	238.7	134.4	553.0	559.6	2253.8	1567.2
Inventory *	497.9	308.9	46.4	10.2	316.7	209.6	197.3	204.2	1058.2	732.9
Total balance sheet	1988.9	1172.6	165.2	139.0	619.1	385.6	872.9	812.0	3646.1	2509.2

*) The biomass is valued in accordance with IAS 41

The volume of harvested fish was 66 per cent higher in the first quarter 2006 compared with the same quarter last year, while operating profit rose by NOK 114.1 million in the same period. Harvesting levels increased both in Norway and Canada, while Scotland remains more or less on a par with the same quarter last year. There was, as planned, no harvesting of fish in the Faeroes during the first quarter. Self-produced fish will be harvested in the Faeroes from the end of the second quarter/beginning of the third quarter 2006. No fish will be harvested in Canada in the second quarter.

Production cost (gutted weight, delivered to the processing plant, local currency)	Norway (NOK)		Scotland (GBP)		North America (CAD)		Faeroes (DKK)	
	1Q06	4Q05	1Q06	4Q05	1Q06	4Q05	1Q06	4Q05
Biological cost	15.06	14.24	1.54	1.92	3.04	3.72	n/m	n/m
Harvesting/transport	3.59	2.72	0.43	0.32	0.62	1.00	n/m	n/m
SG&A	1.25	0.93	0.16	0.19	0.17	0.47	n/m	n/m
Total EBIT cost	19.90	17.89	2.13	2.43	3.83	5.19	n/m	n/m
of which depreciation	1.63	1.17	0.08	0.10	0.45	1.05	n/m	n/m
2007/2008 cost target	15.50 - 16.00		1.37 - 1.45		3.33 - 3.53		14.50 - 15.50	

Production costs fell as planned in both Scotland and Canada in relation to the previous quarter. A number of fish of less than the planned average weight were harvested in Norway during the first quarter to limit the negative impact of some health problems. This drove up the production cost in Norway for the quarter. For the year as a whole it is expected that production costs will be lower in all regions compared with 2005 (NOK 19.12/kg, GBP 2.24/kg and CAD 5,12/kg respectively in Norway, Scotland and Canada).

Value Added Seafood Production (VASP)

The VASP business comprises Pan Fish France and Kritsen, which mainly produce smoked salmon for the French and Italian markets.

Key Figures VASP (NOK million)	VASP Total*	
	1Q06	1Q05
Gross operating revenues	148.0	54.2
EBITDA	-3.7	-2.9
EBIT	-7.8	-4.7
Fixed assets	170.9	46.9
Inventory	50.8	17.7
Total balance sheet	354.2	136.5

*) *Ongoing business*

The VASP business generated considerably higher gross operating revenues in the first quarter 2006 than in the same quarter in 2005. This is primarily due to the acquisition of Kritsen, while Pan Fish France increased its gross revenues by 12 per cent compared with the first quarter 2005. Extremely high raw materials prices had a negative impact on operating profit for the VASP business. A concentrated effort is being made to implement measures to further improve the efficiency of the processing plants and reduce costs.

Strategy, organisation and development

Pan Fish has made substantial acquisitions during 2006 and will, following its takeover of Marine Harvest and the purchase of shares in Fjord Seafood, be the world's largest salmon farming and sales company by far. The global aquaculture industry has consisted of a number of smaller players, while there has been considerable consolidation on the part of salmon buyers, with the market now dominated by a few large companies. After the successful financial and operational restructuring undertaken in 2005, and Gevean's entry as the company's largest shareholder, Pan Fish has been working actively to contribute towards a consolidation on the production side of the aquaculture industry, with the aim of establishing a new global market leader within this segment.

With the purchase of its shareholding in Fjord Seafood, Pan Fish has established an even stronger foundation from which to play a leading role in the aquaculture industry. The merged company Pan Fish/Marine Harvest/Fjord Seafood will, however, remain a small player in relation to the total global seafood industry. Nevertheless, a share of the farmed salmonids market of around 30 per cent will give the company the strength it needs to continue

developing and expanding the aquaculture market, and introduce farmed fish to a steadily larger number of new regions.

Marine Harvest, Fjord Seafood and Pan Fish complement each other in all fish farming areas. In addition, the Group as a whole, through Fjord Seafood's considerable secondary processing capacity, will also gain a solid foothold in the market for consumer-oriented seafood products. Fjord Seafood's operations within this area are complemented by the growing processing activity owned by Pan Fish and Marine Harvest's own processing business.

However, it is a fundamental precondition that the lowest-cost concept should also underpin the further development of the company. The aim of being the lowest-cost producer of quality salmon is shared by Marine Harvest and Fjord Seafood, and will be supported through the synergies which the merger will create. The position as the world's lowest-cost producer will, together with sustainable farming practices, good stock management, high quality and a close partnerships with customers, be the new company's strategic building blocks. Important tools to reach these objectives will be openness, continuous competence development and a streamlined organisational structure.

When the work to further develop and integrate the three companies gets underway, the board of directors will place great emphasis on making the best use of the combined skills, resources and managements of the three companies. Such a process will be demanding, but if it is undertaken in a positive, open manner, in close cooperation with those concerned, it will, in the opinion of the board, contribute to the creation of an enduringly strong foundation for a group that will have a leading position in the fast-growing global market for farmed fish.

The board expects and welcomes the continued consolidation of the aquaculture and seafood industries, and, in the opinion of the board, Pan Fish has access to the capital and competence it needs to ensure it can exploit its opportunities throughout these processes.

Market and outlook²

Preliminary estimates put the supply of Atlantic salmon coming into the EU in the first quarter at 142,600 tonnes, 4 per cent higher than in the same quarter in 2005. At the same time it looks as though the price of Atlantic salmon is continuing to rise in the EU despite high prices in January and February. The weighted average FHL³ export price for fresh Norwegian Atlantic salmon (with the head) was NOK 28.25/kg in the first quarter, compared with NOK 23.99/kg in the first quarter 2005. Prices remain high in April and May.

The supply of fish to the USA fell slightly in the first few months of this year (down 2 per cent), driven largely by a sharp drop in exports of fresh salmon fillet from Chile. Exports of Atlantic salmon from Canada continued to grow during the first quarter, ending 23 per cent up on the year before. At the same time the negative trend with respect to imports of European-produced salmon has turned. During the first three months of the year the growth in volumes here was 10 per cent higher than in the same period last year. At the end of April the price of fresh whole salmon, and not least fresh salmon fillet in the USA remained at record high levels.

During April Russia reopened for imports of fresh salmon from Norway, though only for salmon from selected processing plants (Eggebøneset, Pan Fish and Ulvan, Marine Harvest).

² Source: Kontali and own analyses

³ Norwegian Seafood Federation

To date the import ban has had a marked effect on the total market for Atlantic salmon in Russia. During the first quarter the total market fell by 15 per cent compared with the same period in 2005. The lack of fresh salmon from Norway has, to a certain extent, been offset by a sharp rise in exports from the UK during the first quarter, while there has been no rise in supplies from other producing countries, eg Chile.

Pan Fish plans to sell between 70,000 and 75,000 t_gw in 2006. The merged company Pan Fish/Marine Harvest/Fjord Seafood will sell between 360,000 and 370,000 t_gw on a 100 per cent basis in 2006.

Oslo, 30 May 2006

The Board of Directors of
Pan Fish ASA

Financial statements for the first quarter 2006

The quarterly report complies with IFRS, cf. IAS 34 Interim Financial Reporting

Konsernet Pan Fish ASA (tall i mill)/Pan Fish ASA Group (figures in NOK mill)

	1.1-31.03 2006	1.1-31.03 2005	1.1-31.12 2005
Resultatregnskap/Profit and Loss Account			
Driftsinntekter/Operating income	668,5	407,4	1 858,5
Driftskostnader/Operating expenses	-512,8	-358,5	-1 549,4
Driftsresultat før avskrivninger/Operating profit before depreciation (EBITDA)	155,7	48,9	309,1
Avskrivning/Depreciation	-46,6	-35,8	-155,9
Nedskrivninger og avsetninger/Write downs and provisions	0,0	0,0	252,0
Driftsresultat før verdjustering biomasse/Operating profit before value adj. Biomass	109,1	13,1	405,2
Verdjustering biomasse/Value adjustment biomass	55,1	-3,6	52,6
Driftsresultat/Operating profit (EBIT)	164,2	9,5	457,8
Resultat tilknyttede selskap/Income from associates	14,0	0,0	1,4
Netto finansposter/Net financial items	-25,0	-25,4	-79,3
Nedskrivninger og avsetninger finansielle poster/Write downs and provisions financial items	0,0	0,0	0,0
Sum finansposter/Total financial items	-11,0	-25,4	-77,9
Resultat før skatt/Profit before taxes	153,2	-15,9	380,0
Skattekostnad/Taxes	1,6	0,0	-10,0
Resultat for videreført virksomhet/Net profit from continued operations	154,7	-15,9	370,0
Resultat for ikke videreført virksomhet*/Net profit from discontinued operations*	0,0	8,5	-30,3
Konsernets resultat/Net profit	154,7	-7,3	339,7
Minoritetsinteresser/Minority interest	-0,7	-0,9	-5,0

*) Virksomhet som var avhendet/besluttet avhendet før regnskapsavleggelse, presenteres netto under linjen for Resultat for ikke videreført virksomhet/
Companies that were sold/or were intended to be sold are presented as net amounts under Income non-ongoing operations.

	31.03 2006	31.03 2005	31.12 2005
Balanse/Balance Sheet			
Anleggsmidler/Fixed assets			
Konsesjoner/Licences	1 032,6	575,0	1 037,8
Utsatt skattefordel/Deferred tax asset	0,0	0,0	0,0
Goodwill	55,1	0,0	55,5
Andre immatrielle eiendeler /Other intangible assets	23,0	0,0	10,3
Maskiner, bygninger/Machinery, buildings etc.	1 264,4	1 094,9	1 205,8
Aksjer, andre eiendeler/Shares, other assets	1 977,2	96,7	72,8
Sum anleggsmidler/Total fixed assets	4 352,2	1 766,6	2 382,3
Omløpsmidler/Current assets			
Varebeholdning/Inventory	1 108,6	759,1	1 072,4
Fordringer/Receivables	9 751,5	238,0	415,5
Likvider/Cash and equivalents	401,0	181,8	152,7
Sum omløpsmidler/Total current assets	11 261,1	1 178,9	1 640,5
Sum eiendeler/Total assets	15 613,3	2 945,5	4 022,8
Aksjekapital/Share capital			
Aksjekapital/Share capital	2 275,2	1 004,6	1 037,6
Annen egenkapital/Other equity	6 805,6	-655,1	666,1
Minoritetsinteresser/Minority interest	13,9	21,4	14,6
Sum egenkapital/Total equity	9 094,7	371,0	1 718,3
Gjeld/Liabilities			
Ansvarlig lån/Subordinated loan	50,7	45,9	52,1
Konvertible lån/Convertible loan	75,1	70,3	73,9
Annen langsiktig gjeld/Other long-term liabilities	5 559,5	2 092,3	1 557,0
Kortsiktig gjeld/Short-term liabilities	833,4	365,9	621,5
Sum gjeld/Total liabilities	6 518,6	2 574,5	2 304,5
Sum EK og gjeld/Total Equity and Liabilities	15 613,3	2 945,5	4 022,8

	1.1.-31.03 2006	1.1.-31.03 2005	1.1.-31.12 2005
Nøkkeltall/Key Figures			
Utgående antall aksjer / Number of shares end of period (mill)	3 034	502	1 383
Resultat pr. aksje/Earnings per share	0,05	-0,01	0,25
Utvannet resultat pr. aksje/Diluted earnings per share	0,05	-0,01	0,24
Driftsmargin før avskrivninger/EBITDA margin	23,3 %	12,0 %	16,6 %
Driftsmargin/EBIT margin	16,3 %	3,2 %	21,8 %
Egenkapitalandel/Equity ratio	58,6 %	14,2 %	44,0 %
Netto rentebærende gjeld/Net interest bearing debt	5 597,2	1 950,5	1 600,3

Statements of cash flow and equity

Statement of cash flow		
NOK million	1.1-31.03 2006	1.1-31.03 2005
Cash flow from operation activities		
Result before tax	153,2	-7,3
Reversal of unrealised income biomass	-55,1	-7,3
Paid taxes	0,0	0,0
Adjustment for depreciation and write-downs	46,6	39,4
Adjustment for paid interests	34,6	29,3
Adjustment for gains/losses on sale of fixed assets	0,0	-1,3
Adjustment for income associated companies	-14,0	0,0
Change in inventories, receivables and payables	44,0	6,8
Change in accruals	-7,0	-12,8
Net cash flow from operation activities	202,2	46,8
Cash flow from investing activities		
Receipts from sale of property, plant and equipment (pp&e)	1,9	8,2
Payments for purchase of pp&e	-26,4	-10,6
Receipts from sale of shares/parts in other companies	2,9	0,0
Payments for purchase of shares/parts in other companies	-11 281,4	0,0
Net cash flow from investing activities	-11 303,0	-2,4
Cash flow from financing activities		
Receipts from new interest -bearing debt (short and long term)	4 431,8	0,0
Repayment of interest-bearing debt (short and long term)	-252,5	-44,7
Change in financial leasing liabilities	-15,7	-16,1
Paid interests	-34,6	-29,3
Equity paid-in (share issue and sale of own shares)	7 221,4	61,8
Net cash flow from financing activities	11 350,5	-28,3
Effect of currency translations	-1,4	-2,0
Net change in in cash & cash equivalents	248,3	14,1
Cash & cash equivalents - opening balance	152,7	167,7
Net change in cash and cash equivalents	248,3	14,1
Cash & cash equivalents - closing balance	401,0	181,8

Equity statement per 31.03.2006

Figures in NOK '000

	Majority interests				Total	Minority interests	Total
	Share capital	Share premium account	Other paid in equity	Other equity			
Equity per 31.12.05	1 037 592	334 295	17 836	314 003	1 703 725	14 601	1 718 326
Net profit 1Q 2006				155 432	155 432	-711	154 721
Share issue	1 237 647	5 983 781			7 221 428		7 221 428
Option scheme			1 624		1 624		1 624
Currency effects				-1 396	-1 396		-1 396
Equity per 31.12.05	2 275 238	6 318 077	19 460	468 039	9 080 813	13 890	9 094 701

Segment figures for the first quarter 2006

1Q 2006

Figures in NOK mill	Hereof					Investments	Fixed assets	Inventory	Total assets	Total debt
	Op. Income	internal	EBIT	Net Finance	Tax					
Farming Norway	263,3	33,8	126,0			9,1	1 344,9	497,9	1 988,9	1 024,2
Farming Faroes	0,0	0,0	-2,3			0,9	117,2	46,4	165,2	86,2
Farming Scotland	96,2	5,6	65,3			4,1	238,7	316,7	619,1	484,7
Farming North America	176,6	0,0	-4,8			3,9	553,0	197,3	872,9	715,6
Total Farming	536,1	39,4	184,2			18,0	2 253,8	1 058,3	3 646,1	2 310,7
VASP	148,0	0,0	-7,8			8,5	170,9	50,8	354,2	316,8
Other	27,9	4,1	-12,2			0,0	4 761,2	0,5	14 457,0	5 256,3
Eliminations/Group adj.	-43,5	-43,5	0,0			0,0	-2 833,7	-1,0	-2 844,0	-1 365,2
Total continued operations	668,5	0,0	164,2	-11,0	1,6	154,7	26,4	4 352,2	1 108,6	15 613,3
Discontinued operations	0,0	0,0	0,0	0,0	0,0	0,0	0,0			
Total	668,5	0,0	164,2	-11,0	1,6	154,7	26,4	4 352,2	1 108,6	15 613,3

1Q 2005

Figures in NOK mill	Hereof					Investments	Fixed assets	Inventory	Total assets	Total debt
	Op. Income	internal	EBIT	Net Finance	Tax					
Farming Norway	183,8	32,9	16,4			7,2	746,3	308,9	1 172,6	957,0
Farming Faroes	0,3	0,0	-2,7			0,1	126,9	10,2	139,0	63,5
Farming Scotland	81,3	3,9	4,8			1,9	134,4	209,6	385,6	305,6
Farming North America	87,1	0,0	-6,9			0,0	559,6	204,2	812,0	792,3
Total Farming	352,5	36,8	11,6			9,2	1 567,2	732,9	2 509,2	2 118,4
VASP	54,2	0,0	-4,7			0,5	133,1	26,1	268,0	196,3
Other	40,2	2,7	2,7			0,0	1 965,2	0,9	2 134,3	1 593,1
Eliminations/Group adj.	-39,5	-39,5	0,0			0,0	-1 898,9	-0,8	-1 966,1	-1 333,3
Total continued operations	407,4	0,0	9,6	-25,4	0,0	-15,9	9,7	1 766,6	759,1	2 945,5
Discontinued operations	44,6	0,0	10,2	-1,7	0,0	8,5	0,9			
Total	452,0	0,0	19,7	-27,1	0,0	-7,3	10,6	1 766,6	759,1	2 945,5

IFRS (International Financial Reporting Standard)

The report for the first quarter 2006 has been prepared in accordance with IFRS – hereunder IAS 34 Interim Financial Reporting. Comparable figures for 2005 as a whole and the first quarter 2005 have been drawn up. Norwegian accounting standards have for the most part been in accordance with IFRS, but for Pan Fish the transition to IFRS has particular significance with respect to the value of the biomass (stocks of live fish), since the new standards state that the biomass must, as a rule, be recorded at fair value in the balance sheet.

Valuation of the biomass - IAS 41

With effect from the fourth quarter 2005 and with comparable figures for 2004 adjusted correspondingly, Kredittilsynet (the Financial Supervisory Authority of Norway) has ordered Pan Fish ASA to change its accounting practice with regard to how stocks of live are valued. Pan Fish has appealed Kredittilsynet's order, the execution of which has been stayed until the Ministry of Finance has made a final decision in the matter.

The way listed companies report the value of their stocks of live fish is regulated by IAS 41 Agriculture. IAS 41 contains a methodical hierarchy for the valuation of biological assets for accounting purposes. In general, such assets, including live fish, shall be reported at fair value. Aquaculture companies now recognise fish weighing 4 kg or more at the reported sales price for harvested salmon of the same size, while smaller fish are recognised at cost (lower value principle). This practice is based on a common understanding of IAS 41 developed by Pan Fish ASA, Fjord Seafood ASA, Lerøy Seafood Group ASA, Cermaq ASA and Marine Harvest NV after a thorough

study of IAS 41, which was carried out with the assistance of external advisers.

Kredittilsynet asserts that also smaller live fish (ie fish weighing less than 4 kg) should be recognised in the accounts on the basis of sales prices for harvested fish of the same size. Harvested small fish are generally fish from stocks that have reached harvestable maturity but which have not grown as expected. The sales price for these fish does not reflect the value of live fish of the same size which are allowed to continue growing until they become harvestable.

The purpose of reporting biological assets at fair value is to reflect the continuous creation of value throughout the entire growth process. If companies are to apply IAS 41 in accordance with Kredittilsynet's instructions, stocks of small fish would be recorded at less than cost, and the initial growth phase would result in an accounting loss. As the fish grow this picture would change when their book value, based on the sales price of harvested fish of the same size, would exceed cost. Such a distortion of the revenue generation process in the financial statements would, in Pan Fish's opinion, reduce the relevance of the financial statements and make it impossible to compare companies with stocks of live fish of different age profiles.

Preliminary analyses indicate that the value of the biomass as at 31 March 2006 would have been higher had it been reported in accordance with Kredittilsynet's interpretation.

Impact on results as at the first quarter 2006 is explained in more detail below:

Accounting of biomass (MNOK)

	Fair value adjustment 31.12.2004	Fair value adjustment 31.03.2005	Fair value adjustment 30.06.2005	Fair value adjustment 30.09.2005	Fair value adjustment 31.12.2005	Fair value adjustment 31.03.2006
Norway	21,9	16,0	14,8	51,2	35,0	90,9
Scotland	1,8	5,8	14,1	8,8	8,5	57,9
North America	3,7	13,0	0,0	31,5	50,2	0,0
SUM	27,5	34,8	28,9	91,5	93,7	148,8
		P&L effect 1. kvartal	P&L effect 2. kvartal	P&L effect 3. kvartal	P&L effect 4. kvartal	P&L effect 1. kvartal 06
Norway		-5,9	-1,2	36,4	-31,9	55,8
Scotland		4,0	8,2	-5,3	-0,3	49,4
North America		9,3	-13,0	31,5	18,7	-50,2
SUM		7,3	-5,9	62,6	-13,5	55,1

Fair value adjustments are the difference between fair value and the accumulated cost on fish in sea. The P&L effects arise as the net figure between the fair value adjustment of the quarter and the reversal of last quarter's fair value adjustment.

Fish above 4 kg round weight (tonnes)

	31.03.2005	30.06.2005	30.09.2005	31.12.2005	31.03.2006	Share of total biomass above 4kg per 31.03.2006
Norway	3 347	2 773	9 938	6 449	6 308	28 %
Scotland	2 505	2 500	1 961	1 420	7 085	100 %
North America	3 670	0	6 052	5 586	0	0 %
SUM	9 522	5 272	17 951	13 456	13 392	34 %

Fish above 4 kg round weight is the part of the biomass that is fair value adjusted in the financial statements. Variations in the size distribution contribute to increase the volatility in the P&L.

Calculated price round weight fish in sea (NOK)

	Price SUP per kg gw	Calculated price round weight
Norway	34,71	25,93
Scotland	32,03	23,29
North America	35,87	25,72

The price of superior per kg gutted weight is an estimate of the market price back to farm on the closing date. This price may deviate from achieved prices. Calculated price round weight is adjusted for the price-effect of expected downgrade, market price of processing services and weight losses from gutting.

Fair value adjustment 31.03.2006

	Biomass above 4 kg (tonnes)	Calculated price round weight	Fair value (MNOK)	Historic cost (MNOK)	Fair value adjustment (MNOK)
Norway	6 308	25,93	163,6	72,7	90,9
Scotland	7 085	23,29	165,0	107,1	57,9
North America	0	25,72	173,1	173,1	0,0
SUM	13 392	37,46	501,7	352,9	148,8

On those localities where the fish is bigger than 4 kg on average, an estimation of fair value is made based on the assumption that the fish will be harvested immediately. Fair value is calculated by multiplying the biomass in question with the calculated price round weight fish in sea.

Pro Forma figures for Pan Fish and Fjord Seafood for the first quarter 2006

Pro Forma Resultatoppstilling (MNOK)

Resultatregnskap/ <i>Profit and Loss Account</i>	Pan Fish	Fjord Seafood	Pro Forma	
			Adjustments	Resultatoppstilling
Driftsinntekter/ <i>Operating income</i>	668,5	958,9		1 627,4
Driftskostnader/ <i>Operating expenses</i>	-512,8	-772,8		-1 285,6
Driftsresultat før avskrivninger/<i>Operating profit before depreciation (EBITDA)</i>	155,7	186,1		341,8
Avskrivning/ <i>Depreciation</i>	-46,6	-30,3		-76,9
Nedskrivninger og avsetninger/ <i>Write downs and provisions</i>	0,0	0,0		0,0
Driftsresultat før verdjustering biomasse/<i>Operating profit before value adj. Biomass</i>	109,1	155,8		264,8
Verdjustering biomasse/ <i>Value adjustment biomass</i>	55,1	43,0		98,1
Driftsresultat/<i>Operating profit (EBIT)</i>	164,2	198,7		362,9
Resultat tilknyttede selskap/ <i>Income from associates</i>	14,0	0,0	C	-14,6
Netto finansposter/ <i>Net financial items</i>	-25,0	-19,2		-44,2
Nedskrivninger og avsetninger finansielle poster/ <i>Write downs and provisions financial items</i>	0,0	0,0		0,0
Sum finansposter/<i>Total financial items</i>	-11,0	-19,2	-14,6	-44,8
Resultat før skatt/<i>Profit before taxes</i>	153,2	179,6		318,1
Skattekostnad/ <i>Taxes</i>	1,6	-28,3		-26,7
Resultat for videreført virksomhet/<i>Net income for ongoing operations</i>	154,7	151,3		291,4
Resultat for ikke videreført virksomhet*/ <i>Income non-ongoing operations*</i>	0,0	0,0		0,0
Konsernets resultat/<i>Net profit</i>	154,7	151,3		291,4
Minoritetsinteresser/ <i>Minority interest</i>	-0,7	0,0	A	49,8

Proforma balanse 31.03.2006 Pan Fish + Fjord Seafood (MNOK)

Balanse/ <i>Balance Sheet</i>	Pan Fish	Fjord Seafood	Pro Forma			Pro Forma balanse
			justeringer	A	B	
Anleggsmidler/<i>Fixed assets</i>						
Konsepsjoner/ <i>Licences</i>	1 032,6	1 006,1		1 186,6		3 225,2
Utsatt skattefordel/ <i>Deferred tax asset</i>	0,0	46,9				46,9
Goodwill	55,1	971,7		1 135,6		2 162,4
Andre immatrielle eiendeler / <i>Other intangible assets</i>	23,0	0,0				23,0
Maskiner, bygninger/ <i>Machinery, buildings etc.</i>	1 264,4	552,8				1 817,2
Aksjer, andre eiendeler/ <i>Shares, other assets</i>	1 977,2	45,1			-1 906,0	2 022,3
Sum anleggsmidler/<i>Total fixed assets</i>	4 352,2	2 622,6		2 322,2	-1 906,0	7 391,0
Omløpsmidler/<i>Current assets</i>						
Varebeholdning/ <i>Inventory</i>	1 108,6	1 012,0				2 120,6
Fordringer/ <i>Receivables</i>	9 751,5	534,3				10 285,8
Likvider/ <i>Cash and equivalents</i>	401,0	237,4				638,4
Sum omløpsmidler/<i>Total current assets</i>	11 261,1	1 783,7				13 044,8
Sum eiendeler/<i>Total assets</i>	15 613,3	4 406,3				20 435,8
Majoritetsinteresser / <i>Majority interests</i>	9 081,6	2 313,3	-762,6	1 762,4	-1 906,0	12 394,7
Minoritetsinteresser/ <i>Minority interest</i>	13,1	1,8	762,6	307,9		1 085,4
Sum egenkapital/<i>Total equity</i>	9 094,7	2 315,1	0,0	2 070,2	-1 906,0	11 574,0
Gjeld/<i>Liabilities</i>						
Ansvarlig lån/ <i>Subordinated loan</i>	50,7	0,0				50,7
Konvertible lån/ <i>Convertible loan</i>	75,1	0,0				75,1
Annen langsiktig gjeld/ <i>Other long-term liabilities</i>	5 559,5	1 470,2		252,0		7 281,7
Kortsiktig gjeld/ <i>Short-term liabilities</i>	833,4	621,0				1 454,4
Sum gjeld/<i>Total liabilities</i>	6 518,6	2 091,2		252,0		8 861,8
Sum EK og gjeld/<i>Total Equity and Liabilities</i>	15 613,3	4 406,3				20 435,8

Basis for the pro forma figures for Pan Fish and Fjord Seafood

The pro forma figures are intended to illustrate the most important consequences that the acquisition of Fjord Seafood would have had on the income statement and the balance sheet as at 31 March 2006 in the hypothetical situation that the acquisition had come into effect from 1 January 2006. A large degree of uncertainty attaches to the figures presented and to the assumptions underlying the calculation of the pro forma figures. The pro forma figures are based on estimates and assessments carried out by Pan Fish's management, and are not necessarily in accordance with the assessments which would have been made if the acquisition had been in effect at 1 January 2006. The said assessments have also been made over a short period and without other knowledge of the company than that which is publicly available.

The pro forma figures are based on the financial figures for Fjord Seafood and Pan Fish for the first quarter 2006. At the end of the first quarter 2006 Pan Fish owned 40.0 per cent of the shares in Fjord Seafood. On 7 April Pan Fish purchased a further 17.7 per cent of the company, such that Fjord Seafood became, from that date, a subsidiary of Pan Fish in which Pan Fish had a shareholding of 57.7 per cent. Pan Fish has subsequently purchased a further 9.4 per cent, bringing its shareholding to 67.1 per cent.

Marine Harvest is not consolidated into the pro forma figures, since Pan Fish has not yet taken formal control of the shares. This will take place as soon as the relevant authorities have granted all the necessary approvals. Pan Fish ASA made a prepayment of EUR 1,175 million on 28 March in association with the purchase of shares in Marine Harvest. In both Pan Fish's balance sheet for the first quarter and the pro forma figures the purchase of Marine Harvest is therefore treated as a prepayment and classified as a short-term receivable.

Pro forma adjustments

Note A

The pro forma figures are consolidated on the basis of the unitary view as this follows from IFRS 3. Minority interests of 32.9 per cent in Fjord Seafood are presented on a separate line in the pro forma income statement and balance sheet.

Note B

In connection with the acquisition of Fjord Seafood an overall analysis was carried out to ascribe excess values in Fjord Seafood to identifiable assets and liabilities as well as to goodwill. The calculation of excess values is preliminary and based on Fjord Seafood's estimated equity at the time of the acquisition of shares on 7 April. Excess values have been allocated as follows:

- Licences:	NOK 1 186.6 million
- Goodwill:	NOK 979.3 million
- Deferred tax on excess values:	NOK (252.0)

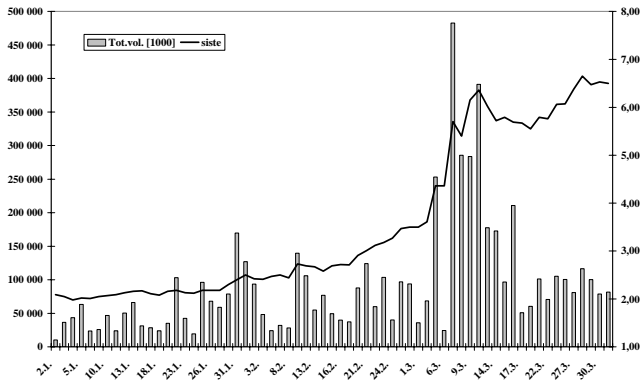
Following the establishment of the Group on 7 April, when Pan Fish increased its shareholding in Fjord Seafood from 40.0 per cent to 57.7 per cent, the shareholding has increased by a further 9.4 per cent to a total of 67.1 per cent. In connection with this last purchase of 9.4 per cent of the shares in Fjord Seafood, group values for assets and liabilities were already established. Goodwill is calculated in connection with each purchase and is recorded as the majority's share. This results in a further increase in goodwill of NOK 156.3 million and a corresponding increase in the majority's share of equity. Goodwill in the pro forma balance sheet for the first quarter therefore totals NOK 1,137.5 million.

Note C

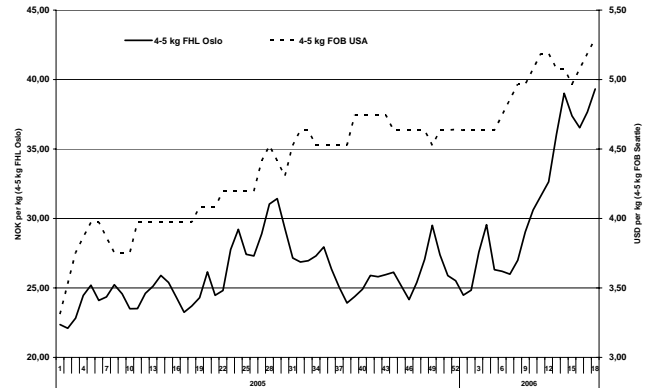
In its financial statements for the first quarter Pan Fish has taken to income a share in the profits from Fjord Seafood as an associated company of NOK 14.6 million. This is reversed in the pro forma income statement. In the pro forma balance sheet Pan Fish's cost price for the shares in Fjord Seafood as at 31 March 2006 has been eliminated.

Various key figures for developments in the share price and the price of salmon during the first quarter 2006

Pan Fish Share Price First quarter 2006



Salmon Price Norway* and USA** First quarter 2006 (Source: Kontali)



Pan Fish Shareholder Structure as at 31.03.2006

Name	%
GEVERAN TRADING CO LTD	31,2 %
BANK OF NEW YORK, BRUSSELS BRANCH	4,4 %
BANK OF NEW YORK, BRUSSELS BRANCH	3,1 %
GOLDMAN SACHS & CO	2,4 %
STATE STREET BANK & TRUST CO.	2,0 %
BANK OF NEW YORK, BRUSSELS BRANCH	2,0 %
JPMORGAN CHASE BANK	1,9 %
GOLDMAN SACHS INTERNATIONAL	1,9 %
INVESTORS BANK & TRUST COMPANY	1,8 %
BANK OF NEW YORK, BRUSSELS BRANCH	1,5 %
THE NORTHERN TRUST CO.	1,2 %
FOLKETRYGDFONDET	1,2 %
CITIBANK, N.A.	0,9 %
ODIN NORGE	0,9 %
MELLON BANK AS AGENT FOR CLIENTS	0,9 %
JPMORGAN CHASE BANK	0,9 %
DEUTSCHE BANK AG LONDON	0,8 %
J.P. MORGAN BANK LUXEMBOURG S.A.	0,8 %
MP PENSJON	0,8 %
SKAGEN KON-TIKI	0,7 %
Top 20 shareholders	61,2 %
Total no. of shares	100,0 %

*) FHL 4-5 kg superior FCA Oslo
**) Urner Barry 4-5 kg FOB Seattle